

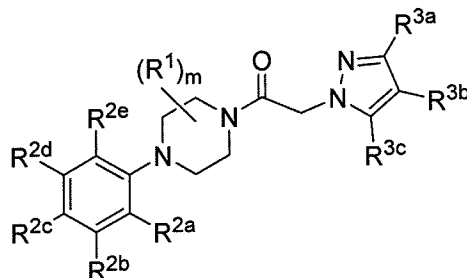
### Amendments to the Claims:

The following is a complete list of claims indicating the changes incorporated by the present amendment and replacing all prior versions of the claims. Any claims canceled herein and all deletions made in claims that are not canceled herein are done so without prejudice to being re-instituted at a later date in this or a related application.

### Listing of Claims:

1.-17. (Canceled)

18. (Currently Amended) A compound ~~of claim 1~~, having the formula:



wherein the subscript m is 0 or 1;

$R^1$  is  $C_{1-4}$  alkyl, ~~optionally substituted with -OH, -OR<sup>m</sup> or -S(O)<sub>2</sub>R<sup>m</sup>~~;

$R^{2a}$ ,  $R^{2b}$ ,  $R^{2c}$ ,  $R^{2d}$  and  $R^{2e}$  are each members independently selected from the group consisting of hydrogen, halogen, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -SR<sup>c</sup>, -R<sup>e</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>c</sup>, -CONR<sup>c</sup>R<sup>d</sup>, -C(O)R<sup>c</sup>, -OC(O)NR<sup>c</sup>R<sup>d</sup>, -NR<sup>d</sup>C(O)R<sup>c</sup>, -NR<sup>d</sup>C(O)<sub>2</sub>R<sup>e</sup>, -NR<sup>c</sup>-C(O)NR<sup>c</sup>R<sup>d</sup>, -S(O)R<sup>e</sup>, -S(O)<sub>2</sub>R<sup>e</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup>, -S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>, -N<sub>3</sub>, -X<sup>2</sup>OR<sup>c</sup>, -O-X<sup>2</sup>OR<sup>c</sup>, -X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, -O-X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, wherein X<sup>2</sup> is  $C_{1-4}$  alkylene, and each R<sup>c</sup> and R<sup>d</sup> is independently selected from hydrogen,  $C_{1-8}$  alkyl,  $C_{1-8}$  haloalkyl, and  $C_{3-6}$  cycloalkyl, or optionally R<sup>c</sup> and R<sup>d</sup> when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members; and each R<sup>e</sup> is independently selected from the group consisting of  $C_{1-8}$  alkyl,  $C_{1-8}$  haloalkyl, and  $C_{3-6}$  cycloalkyl, such that at least two of  $R^{2a}$ ,  $R^{2b}$ ,  $R^{2c}$ ,  $R^{2d}$  and  $R^{2e}$  are H;

$R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  are each members independently selected from the group consisting of hydrogen, halogen, -OR<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -SR<sup>f</sup>, -R<sup>h</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -C(O)R<sup>f</sup>, -X<sup>3</sup>OR<sup>f</sup>, -X<sup>3</sup>OC(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>SR<sup>f</sup>, -X<sup>3</sup>CN, -X<sup>3</sup>NO<sub>2</sub>, -X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, -X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>-C(O)NR<sup>f</sup>R<sup>g</sup>, -Y, -X<sup>3</sup>Y, and -X<sup>3</sup>N<sub>3</sub>, wherein Y is

selected from the group consisting of ~~phenyl, thienyl~~, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizynyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, optionally substituted with from one to three ~~substitutents~~ substituents selected from the group consisting of halogen,  $-OR^f$ , and  $-R^h$ , and wherein each  $X^3$  is independently  $C_{1-4}$  alkylene, and each  $R^f$  and  $R^g$  is independently selected from hydrogen,  $C_{1-8}$  alkyl,  $C_{1-8}$  haloalkyl, and  $C_{3-6}$  cycloalkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 1 additional heteroatoms selected from N and O as ring members, and each  $R^h$  is independently selected from the group consisting of  $C_{1-8}$  alkyl,  $C_{1-8}$  haloalkyl, and  $C_{3-6}$  cycloalkyl, ~~such that at least one of  $R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  is other than H~~ wherein at least one of  $R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  is selected from the group consisting of  $-Y$  and  $-X^3-Y$ , and wherein at least one of  $R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  is selected from the group consisting of halogen,  $C_{1-4}$  alkyl and  $C_{1-4}$  haloalkyl.

19. (Canceled)

20. (Original) A compound of claim 18, wherein m is 0 or 1; at least one of  $R^{2a}$  and  $R^{2e}$  is hydrogen.

21. (Original) A compound of claim 18, wherein  $R^{3b}$  is halogen.

22. (Canceled)

23. (Canceled)

24. (Currently Amended) A compound of claim ~~[[23]]~~ 18, wherein  $R^{2d}$  is hydrogen and at least two of  $R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  are selected from the group consisting of halogen,  $C_{1-4}$  alkyl and  $C_{1-4}$  haloalkyl.

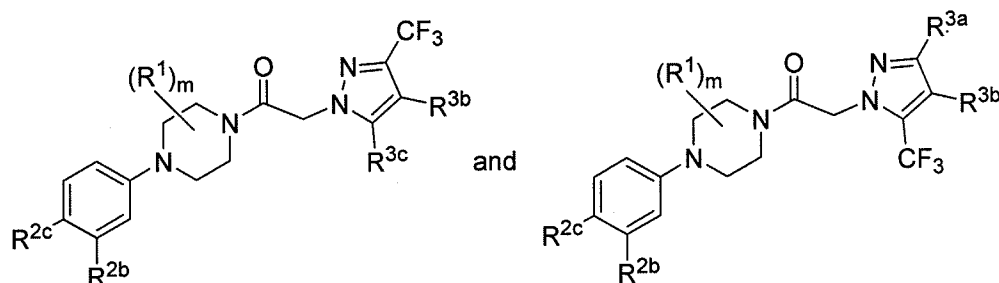
25. (Original) A compound of claim 24, wherein  $R^{2c}$  is selected from the group consisting of F, Cl, Br, CN,  $NO_2$ ,  $CO_2CH_3$ ,  $C(O)CH_3$  and  $S(O)_2CH_3$ , and each of  $R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  is other than hydrogen.

26. (Previously Presented) A compound of claim 18, wherein  $R^{2a}$  and  $R^{2e}$  are each hydrogen.

27.-29. (Canceled)

30. (Previously Presented) A compound of claim 18, wherein  $R^{2b}$  and  $R^{2e}$  are each hydrogen.

31. (Original) A compound of claim 18, having a formula selected from the group consisting of:



32. (Canceled)

33. (Previously Presented) A compound of claim 31, wherein  $R^{3c}$  and  $R^{3a}$  are each independently selected from the group consisting of halogen,  $-NR^fR^g$ ,  $-SR^f$ ,  $-CO_2R^f$ ,  $-Y$  and  $-R^h$ , wherein  $R^h$  is  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl.

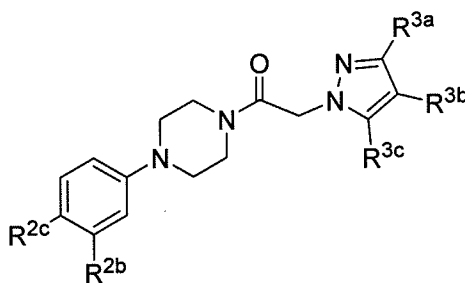
34. (Original) A compound of claim 33, wherein  $R^{3b}$  is halogen.

35. (Original) A compound of claim 31, wherein  $m$  is 0.

36. (Canceled)

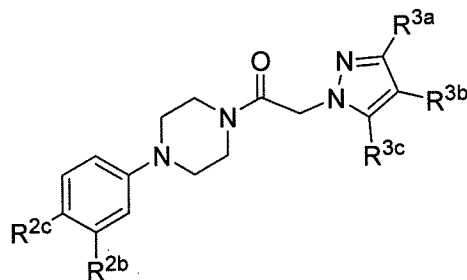
37. (Previously Presented) A compound of claim 31, wherein  $R^{2b}$  is selected from the group consisting of  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^c$ ,  $-OR^c$ ,  $-NR^cR^d$ , and  $-NR^cSO_2R^e$ .

38. (Original) A compound of claim 18, having the formula:



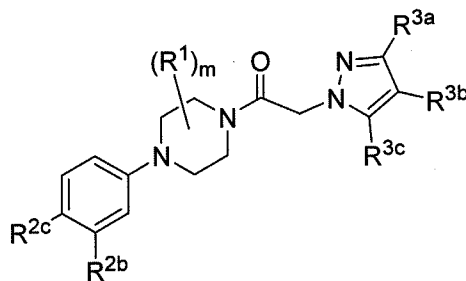
wherein  $R^{2c}$  is halogen, cyano or nitro;  $R^{2b}$  is selected from  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^e$ ,  $-OR^c$ ,  $-NR^cR^d$ ,  $-NR^cS(O)_2R^e$  and  $-NR^dC(O)R^c$ ;  $R^{3a}$  is selected from the group consisting of  $NH_2$ ,  $CF_3$ ,  $SCH_3$  and  $Y$ ;  $R^{3b}$  is chloro or bromo; and  $R^{3c}$  is selected from the group consisting of  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl.

39. (Original) A compound of claim 18, having the formula:



wherein  $R^{2c}$  is halogen, cyano or nitro;  $R^{2b}$  is selected from  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^e$ ,  $-OR^c$ ,  $-NR^cR^d$ ,  $-NR^cS(O)_2R^e$  and  $-NR^dC(O)R^c$ ;  $R^{3a}$  is selected from the group consisting of  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl;  $R^{3c}$  is selected from the group consisting of  $NH_2$ ,  $CF_3$ ,  $SCH_3$  and  $Y$ ; and  $R^{3b}$  is chloro or bromo.

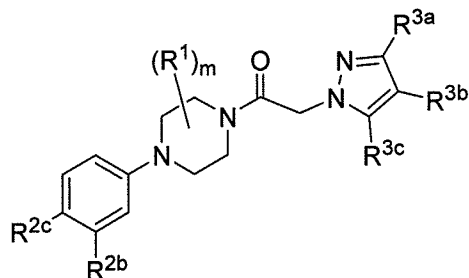
40. (Previously Presented) A compound of claim 18, having the formula:



wherein  $R^{2c}$  is halogen, cyano or nitro;  $R^{2b}$  is selected from  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^e$ ,  $-OR^c$ ,  $-NR^cR^d$ ,  $-NR^cS(O)_2R^e$  and  $-NR^dC(O)R^c$ ;  $R^{3a}$  is selected from the group consisting of  $NH_2$ ,  $CF_3$ ,  $SCH_3$  and  $Y$ ;  $R^{3b}$  is chloro or bromo; and  $R^{3c}$  is selected from the group consisting of  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl.

41. (Currently Amended) A compound of claim 40, wherein  $R^1$ , when present, is methyl, ~~optionally substituted with a member selected from the group consisting of  $-OH$ ,  $-OR^m$ , and  $-S(O)_2R^m$ .~~

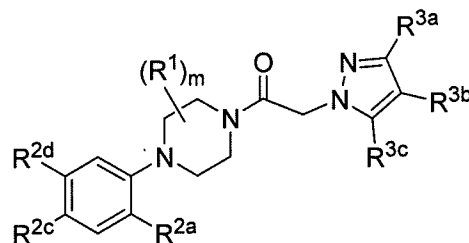
42. (Previously Presented) A compound of claim 18, having the formula:



wherein R<sup>2c</sup> is halogen, cyano or nitro; R<sup>2b</sup> is selected from -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup> and -NR<sup>d</sup>C(O)R<sup>c</sup>; R<sup>3a</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl; R<sup>3c</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y; and R<sup>3b</sup> is chloro or bromo.

43. (Currently Amended) A compound of claim 42, wherein R<sup>1</sup>, when present, is methyl, ~~optionally substituted with a member selected from the group consisting of -OH, -OR<sup>m</sup>, and -S(O)<sub>2</sub>R<sup>m</sup>.~~

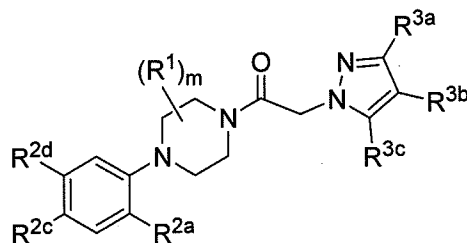
44. (Previously Presented) A compound of claim 18, having the formula:



wherein R<sup>2a</sup> is other than hydrogen; R<sup>2c</sup> is halogen, cyano or nitro; R<sup>2d</sup> is selected from -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup> and -NR<sup>d</sup>C(O)R<sup>c</sup>; R<sup>3a</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl; R<sup>3b</sup> is chloro or bromo; and R<sup>3c</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y.

45. (Currently Amended) A compound of claim 44, wherein R<sup>1</sup>, when present, is methyl, ~~optionally substituted with a member selected from the group consisting of -OH, -OR<sup>m</sup>, and -S(O)<sub>2</sub>R<sup>m</sup>.~~

46. (Previously Presented) A compound of claim 18, having the formula:



wherein  $R^{2a}$  is other than hydrogen;  $R^{2c}$  is halogen, cyano or nitro;  $R^{2d}$  is  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^e$ ,  $-OR^c$ ,  $-NR^dR^e$ ,  $-NR^cS(O)_2R^e$  and  $-NR^dC(O)R^e$ ;  $R^{3a}$  is selected from the group consisting of  $NH_2$ ,  $CF_3$ ,  $SCH_3$  and  $Y$ ;  $R^{3b}$  is chloro or bromo; and  $R^{3c}$  is selected from the group consisting of  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl.

47. (Currently Amended) A compound of claim 46, wherein  $R^1$ , when present, is methyl, ~~optionally substituted with a member selected from the group consisting of  $-OH$ ,  $-OR^m$ , and  $-S(O)_2R^m$ .~~

48.-52. (Canceled)

53. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim ~~[[1]]~~ 18.